

MINUTES OF ORGANIZATIONAL MEETING
OF THE BOARD OF DIRECTORS OF

OEMR

A NORTH CAROLINA NON PROFIT CORPORATION

1. Time and Place. The Board of Directors OEMR held its organizational meeting on July 22, 2010, in Houston, Texas.

2. Attendance. The following organizers of the Corporation were present:

Gregory W. Neuman

3. Presiding Officers and Quorum. Gregory W. Neuman called the meeting to order and acted as Chair and Secretary of the meeting. The Chair announced that a quorum was present, and that the meeting, having been duly convened, was ready to proceed with its business.

4. Articles of Incorporation. The Chair stated that the original Articles of Incorporation had been filed Secretary of State of North Carolina on July 14, 2010. The Chair presented to the meeting the original Articles of Incorporation, showing the filing date, and the Secretary was directed to insert the articles in the minute book of the Corporation.

5. Adoption of Bylaws. The matter of the adoption of bylaws for the regulation of the Corporation was next considered. The Chair presented to the meeting a form of bylaws and recommended that the same be adopted as the bylaws of the Corporation. On motion duly made and unanimously carried, it was

RESOLVED, that the bylaws presented to this meeting be and the same hereby are adopted as and for the bylaws of the Corporation; and

FURTHER RESOLVED, that the Secretary of the Corporation is authorized and directed to execute a certificate of the adoption of said bylaws and to insert the bylaws as certified in the minute book of the Corporation.

6. Adoption of Conflict of Interest Policy. The matter of the adoption of a conflict of interest for the regulation of the Corporation was next considered. The Chair presented to the meeting a form and recommended that the same be adopted as the Conflict of Interest Policy of the Corporation. On motion duly made and unanimously carried, it was:

RESOLVED, that the Conflict of Interest Policy presented to this meeting be and the same hereby is adopted; and

FURTHER RESOLVED, that the Secretary of the Corporation is authorized and

directed to execute a certificate of the adoption of said Conflict of Interest Policy and to insert it in the minute book of the Corporation.

7. Adoption of Fundraising Policy. The matter of the adoption of Fundraising Policy of the Corporation was next considered. The Chair presented to the meeting a form and recommended that the same be adopted as the Fundraising Policy of the Corporation. On motion duly made and unanimously carried, it was:

RESOLVED, that the Fundraising Policy presented to this meeting be and the same hereby is adopted; and.

FURTHER RESOLVED, that the Secretary of the Corporation is authorized and directed to execute a certificate of the adoption of said Fundraising Policy and to insert it in the minute book of the Corporation.

8. Corporate Seal. The Chair opened discussion as to whether to adopt a corporate seal. Upon motion duly made, seconded and carried, it was

RESOLVED, that the Corporation adopt no seal.

9. Election of Directors. The meeting then proceeded to the election of directors and officers. Upon motion duly made, seconded and unanimously approved, it was

RESOLVED, that the following persons are elected as directors of the Corporation and officers, as set forth next to their name, until their successors are duly elected and qualified:

Ron F. Bearden – Chair, Treasurer

Gregory W. Neuman – Vice Chair, Secretary

10. Application for Tax Exempt Status. The meeting then proceeded to the matter of having the Corporation apply for recognition of tax exempt status as an organization described in ' 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Chair reported that such Code section allows organizations organized and operated exclusively for charitable, educational religious purposes, or to foster national or international amateur athletic competition, to receive the benefits of tax exempt status under ' 501(a), and to receive tax deductible contributions under ' 170(c). Such organizations are also classified for private foundation purposes under Code ' 509(a). The Chair also reported that it was necessary for the Corporation to file an application for recognition of its exempt status on Form 1023 with the Internal Revenue Service.

After discussion and upon motion duly made and seconded, it was

RESOLVED, that the directors of the Corporation are hereby authorized and directed to prepare an application for recognition of the Corporation's exempt status on Form 1023 with the Internal Revenue Service; and

FURTHER RESOLVED, that the directors of the Corporation are authorized and directed to respond to inquiries from the IRS, to file such additional documents as may be necessary to process such application, and to do any other things as may be necessary to effectuate the obtaining of recognition of the Corporation's exempt status under 501(c)(3) of the Internal Revenue Code.

11. Depository of Funds. To provide for a depository for the funds of the Corporation and to authorize certain officers to deal with the corporate funds, the following resolutions were adopted upon motion duly made, seconded and carried, it was

RESOLVED, that all funds of the Corporation be deposited with such commercial bank or depository as the Chair shall determine, that the Chair and Secretary of the Corporation, acting jointly on behalf of the Corporation, are authorized to open such bank or depository accounts as may be necessary or appropriate for the conduct of the business of the Corporation, that all resolutions required by the depository banks with respect to such accounts are hereby adopted, and that the Secretary of the Corporation is authorized to certify to any bank the adoption of the resolution in the form used by that bank; and

RESOLVED, that the Treasurer or any other officer of the Corporation shall be authorized to endorse checks, drafts, or other evidences of indebtedness made payable to the order of the Corporation, but only for the purpose of deposits; and

RESOLVED, that all checks, drafts, and other instruments obligating the Corporation to pay money shall be signed on behalf of the Corporation by either the Treasurer or the Chair.

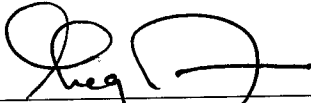
12. Ratification of Acts of Incorporator. Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that all purchases, contracts, acts, decisions, proceedings and appointments made by the incorporators prior to this meeting of the Board of Directors of the Corporation are hereby approved and ratified.

13. Fiscal Year. The first fiscal year of the corporation shall terminate on December 31st, and

thereafter each fiscal year of the corporation shall commence on January 1st and terminate on December 31st of the following year.

14. Adjournment. There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.



Gregory W. Neuman